

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re	:
MOTORS LIQUIDATION COMPANY, et al.,	:
f/k/a General Motors Corp., et al.	:
Debtors.	:
	:
	(Jointly Administered)
	:
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**ORDER PURSUANT TO 11 U.S.C. § 365 OF THE BANKRUPTCY
CODE TO REJECT VTi CLASS ACTION SETTLEMENT AGREEMENT**

Upon the motion, dated November 16, 2009 (the “**Motion**”)¹, of Motors Liquidation Company (f/k/a General Motors Corporation) and its affiliated debtors, as debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”), pursuant to section 365(a) of title 11, United States Code (the “**Bankruptcy Code**”), for entry of an order authorizing the Debtors to reject certain executory contracts, including the “Class Action Settlement Agreement Regarding Saturn Vehicles Containing Variable Transmission Intelligence (“**VTi**”) Transmissions” (the “**VTi Settlement Contract**”) all as more fully described in the Motion; and due and proper notice of the Motion having been provided, and it appearing that no other or further notice need be provided; and the Court having found and determined that the relief sought in the Motion with respect to the VTi Settlement Contract is in the best interests of the Debtors, their estates, creditors, and all parties in interest and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is

¹ Capitalized terms used herein and not otherwise defined herein shall have the meanings ascribed to such terms in the Motion.

ORDERED that pursuant to section 365 of the Bankruptcy Code and Bankruptcy Rules 6006 and 9014, the rejection of the VTi Settlement Contract and all related agreements, amendments and supplements thereto is hereby authorized and approved, effective as of November 31, 2009; and it is further

ORDERED that the rejection of the VTi Settlement Contract as set forth herein (1) constitutes an exercise of sound business judgment by the Debtors, made in good faith and for legitimate commercial reasons; (2) is appropriate and necessary under the circumstances described in the Motion; and (3) is warranted and permissible under sections 105 and 365 of the Bankruptcy Code and Bankruptcy Rule 6006; and it is further

ORDERED that this Order shall not be construed as a decision on the merits raised in that certain adversary proceeding captioned *Kelly Castillo, et al. v. General Motors Company (n/k/a General Motors, LLC)* (Adv. Proc. No. 09-0509) (the “**Castillo Adversary Proceeding**”) currently pending before this Court; and it is further

ORDERED that the parties to the VTi Settlement Contract shall have until **5:00 p.m. (Eastern Time)** on the date that is **thirty (30) days** after service of this Order to file a proof of claim with respect to any claim for damages arising from the rejection of the VTi Settlement Contract; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation and/or enforcement of this Order.

Dated: December 18, 2009
New York, New York

s/ Robert E. Gerber
UNITED STATES BANKRUPTCY JUDGE